

ORIGINAL

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

ALLIANCE FOR OPEN SOCIETY
INTERNATIONAL, INC. *et al.*

Plaintiffs,

v.

UNITED STATES AGENCY FOR
INTERNATIONAL DEVELOPMENT *et al.*

Defendants.

USDC SDNY
DOCUMENT
ELECTRONICALLY FILED
DOC #:
DATE FILED: 1-17-06

05 Civ. 8209 (VM) (DF)

STIPULATION AND ORDER

WHEREAS Plaintiffs Alliance for Open Society International, Inc. ("AOSI") and Open Society Institute ("OSI") commenced this action against Defendants United States Agency for International Development and Andrew S. Natsios (collectively, "USAID") by filing a complaint on September 23, 2005;

WHEREAS, on September 28, 2005, Plaintiffs AOSI and OSI moved for a preliminary injunction;

WHEREAS, on October 12, 2005, Plaintiffs AOSI and OSI moved for a temporary restraining order;

WHEREAS on December 5, 2005, Plaintiffs filed an Amended Complaint adding Pathfinder International ("Pathfinder") as a plaintiff; and

WHEREAS on December 7, 2005, Plaintiff Pathfinder served its motion for a preliminary injunction, which was electronically filed with the Court on December 8, 2005;

IT IS HEREBY STIPULATED AND AGREED by and between Plaintiff Pathfinder and USAID as follows:

1. During the pendency of Plaintiff Pathfinder's motion for a preliminary injunction, Pathfinder will in good faith not take any action that it thinks violates the United States Leadership Against HIV/AIDS, Tuberculosis and Malaria Act of 2003, 22 U.S.C. § 7631(f) (the "Act").

2. Notwithstanding Pathfinder's view as to whether it violated the Act, if USAID determines that Pathfinder or any of its subawardees has violated the Act and their certification, as described in USAID's letter to AOSI of October 7, 2005, then USAID will provide Pathfinder with 14 days notice before taking any action to redress the violation. A copy of USAID's October 7, 2005 letter to AOSI is attached to this Stipulation as Exhibit A.

3. Nothing in this Stipulation will prejudice USAID's defenses in this lawsuit, including that the Act is constitutional, that USAID's construction of the Act is proper, or any other defenses to the complaint, amended complaint, or motions for a preliminary injunction and temporary restraining order.

Dated: New York, New York
January 5, 2006

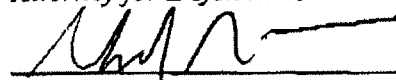


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Dated: New York, New York
January 6, 2006

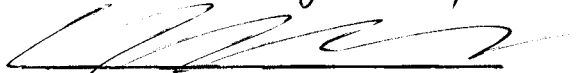
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SO ORDERED: 12 January 2006



UNITED STATES DISTRICT JUDGE
Victor Marrero